FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Tracy Douglas S (Last) (First) (Middle) 3939 TECHNOLOGY DRIVE (Street) MAUMEE OH 43537 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol DANA HOLDING CORP [DAN] 3. Date of Earliest Transaction (Month/Day/Year) 08/12/2010 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) __ Director __ 10% Owner X Officer (give title below) __ Other (specify below) VP & Chief Information Officer 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person __ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01	08/12/2010		M		15,000	A	$0.7	45,141	D	
Common Stock, par value $0.01	08/12/2010		S		400	D	$11.26	44,741	D	
Common Stock, par value $0.01	08/12/2010		S		400	D	$11.24	44,341	D	
Common Stock, par value $0.01	08/12/2010		S		1,100	D	$11.25	43,241	D	
Common Stock, par value $0.01	08/12/2010		S		1,700	D	$11.23	41,541	D	
Common Stock, par value $0.01	08/12/2010		S		2,800	D	$11.21	38,741	D	
Common Stock, par value $0.01	08/12/2010		S		2,900	D	$11.2	35,841	D	
Common Stock, par value $0.01	08/12/2010		S		5,700	D	$11.22	30,141	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option - Right to Buy	$0.7	08/12/2010		M			15,000	04/27/2010[1]	04/27/2019	Common Stock, par value $0.01	15,000	$0	30,000	D	

Explanation of Responses:

1. Stock options granted vest in three (3) equal annual installments beginning on the first year anniversary date of the grant.

Remarks:

/s/ Robert W. Spencer, Jr. on behalf of Douglas S. Tracy   08/12/2010

** Signature of Reporting Person   Date